

ALVORD AND ALVORD

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OF COUNSEL
URBAN A. LESTER

October 22, 1999

RECORDATION NO.

22490

FILED

TS

OCT 22 '99

3-20PM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Assignment and Interim User Agreement, dated as of September 15, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Electro-Motive Division of General Motors Corporation
Suite 1408, 550 Water Street
Jacksonville, Florida 32202

Lessee: The Baltimore and Ohio Chicago Terminal Railroad
Company
500 Water Street
Jacksonville, Florida 32202

and

CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

Mr. Vernon A. Williams
October 21, 1999
Page 2

A description of the railroad equipment covered by the enclosed document is:

fifty (50) General Motors diesel electric locomotives 725-774

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,


for Robert W. Alvord

RWA/bg
Enclosures

OCT 22 '99

3-20PM

MEMORANDUM OF ASSIGNMENT AND INTERIM USER AGREEMENT

On the 15th day of September, 1999, Electro-Motive Division of General Motors Corporation, a Delaware corporation with offices at Suite 1408, 550 Water Street, Jacksonville, Florida 32202 ("Lessor"), The Baltimore and Ohio Chicago Terminal Railroad Company, an Illinois corporation with offices at 500 Water Street, Jacksonville, Florida 32202 ("Lessee"), and CSX Transportation, Inc., a Virginia corporation with offices at 500 Water Street, Jacksonville, Florida 32202, entered into an Assignment and Interim User Agreement by which the fifty (50) General Motors diesel electric locomotives described below were leased from Lessor, the owner of such locomotives, to Lessee.

Road NumbersModel

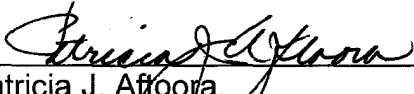
725-774

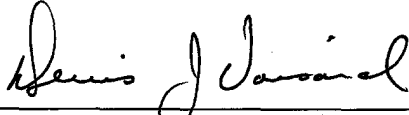
Model SD70MAC

In witness whereof, the parties have executed this Memorandum of Assignment and Interim User Agreement the day and year first above written.

Attest:

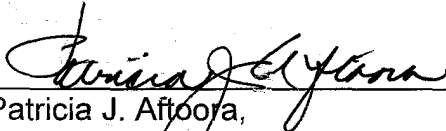
CSX TRANSPORTATION, INC.

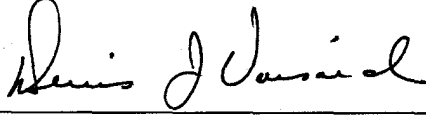

Patricia J. Affoora,
Corporate Secretary

By: 
Denis J. Voisard, Assistant Treasurer

Attest:

THE BALTIMORE AND OHIO
CHICAGO TERMINAL RAILROAD
COMPANY



Patricia J. Affoora,
Corporate Secretary

By: 
Denis J. Voisard, Assistant Treasurer

Attest:

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION


Keith A. McCanless,
Treasurer

By: 
Keith A. McCanless
Treasurer

State of Florida }
County of Duval }

On this 23rd day of September, 1999, before me personally appeared Denis J. Voisard, to me personally known who, being by me duly sworn, says that he is Assistant Treasurer of The Baltimore and Ohio Chicago Terminal Railroad Company, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Howard Michael Lee
Notary Public

My commission expires: 8/2/2003

State of Florida }
County of Duval }



On this 23rd day of September, 1999, before me personally appeared Denis J. Voisard, to me personally known who, being by me duly sworn, says that he is Assistant Treasurer of CSX Transportation, Inc., that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Howard Michael Lee
Notary Public

My commission expires: 8/2/2003

State of Illinois }
County of Cook }



On this 29th day of September, 1999, before me personally appeared Keith A. McCanless, to me personally known who, being by me duly sworn, says that he is Treasurer of General Motors Corporation's Electro-Motive Division, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

M. A. Gonzalez
Notary Public

My commission expires:

